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February 28, 2000  
OFFICE OF THE CHAIRMAN

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The Honorable William E. Kennard, Chairman  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, D.C. 20554

APR 26 2000

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**Re: Applications for Consent to the Transfer of Control of  
Licenses and Section 214 Authorizations from U S WEST,  
Inc., Transferor, to Qwest Communications International  
Inc., Transferee, CC Docket No. 99-272**

Dear Chairman Kennard:

We are executive officers of competitive local exchange carriers that currently provide service in the U S WEST region in competition with the incumbent. We are writing you in connection with the proposed merger between Qwest and U S WEST that is currently under review by this Commission. We do not oppose the merger of these two companies. Rather, we are writing to urge you to condition the Commission's approval of the merger on specific market-opening commitments by U S WEST and Qwest.

We recognize that the applicants have asserted that the proposed merger is in the public interest because it will strengthen the incentives of the merged entity to comply with its obligations under section 271 and other provisions of the Communications Act of 1934, as amended. *See, e.g., Merger of Qwest Communications International Inc. and U S WEST, Inc., CC Docket No. 99-272, Applications for Transfer of Control, 17-18 (filed August 19, 1999).* To date, however, U S WEST and Qwest have steadfastly refused to translate that general claim into specific, concrete commitments.

We frankly are troubled by the applicants' continuing refusal to substantiate their assertions regarding the public interest benefits of the proposed merger. If the applicants seek to persuade the Commission that the proposed merger will accelerate the opening of U S WEST's local markets to new entry, we are at a loss to understand why they are not prepared to provide specific commitments that demonstrate how that objective will be accomplished. We note that parties in this proceeding, including Allegiance and McLeodUSA, have recommended particular conditions that in our view, would provide credible support for the claim that this merger will advance the Commission's pro-competitive goals in the U S WEST region.

This merger presents a unique opportunity for the Commission to foster the emergence of local competition in a region of the country that clearly has lagged behind other Bell territories in delivering the benefits of the Telecommunications Act of 1996 to

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consumers. Indeed, in apparent recognition of U S WEST's past performance deficiencies, state commissions in that region are considering how they can use the merger review process to improve service quality and advance local competition in their states. For example, staff members of the Washington Utilities and Transportation Commission have recently proposed that the Washington Commission impose a series of conditions on its approval of the merger to ensure that consumers and competitors obtain the benefits asserted by Qwest and U S WEST. We similarly urge you to use this opportunity to ensure that the applicants' promises that local markets in this region will be opened to new competitors in fact will be fulfilled.

As you know, U S WEST is the only Regional Bell Operating Company that has not even filed an application for Commission approval to offer in-region, interLATA service in any of its 14 states, let alone received such authority. Perhaps, U S WEST has shared the view expressed by the President of the United States Telephone Association, while he testified last November before the U.S. Senate Committee on Commerce, Science, and Transportation, that compliance with the market-opening requirements of section 271 is "voluntary." In this proceeding, however, Qwest and U S WEST have represented that the merged company will act promptly to come into compliance with those requirements. We simply ask that the Commission ensure that the applicants honor that commitment after the merger has been completed.

Respectfully submitted,



Royce J. Holland  
Chairman and Chief Executive Officer  
Allegiance Telecom, Inc.

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J. Shelby Bryan  
Chairman and Chief Executive Officer  
ICG Communications, Inc.

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Stephen C. Gray  
President and Chief Executive Officer  
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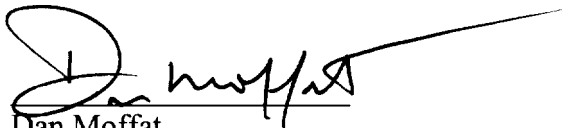
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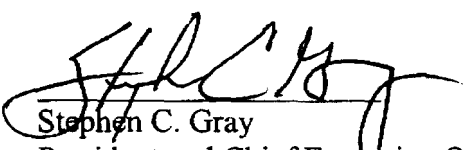
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